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Established 1849

April 29, 2013

VIA ELECTRONIC AND OVERNIGHT MAIL

Damaris C. Urdaz, Esquire
Office of Regional Counsel
U.S. Environmental Protection Agency, Region 2
290 Broadway, 17th Floor
New York, NY 10007-1866

**Re: Response to USEPA's Notice of Potential Liability and Operable Unit
Three Consent Decree Negotiations – Scientific Chemical Processing
Superfund Site, Carlstadt, Bergen County, New Jersey
EPA ID: NJD070565403**

Dear Ms. Urdaz:

This firm serves as Common Counsel to the SCP Cooperating PRP Group that is organized and working with the United States to remediate conditions at the Scientific Chemical Processing Superfund Site in Carlstadt, New Jersey ("SCP Site"). On behalf of the companies listed on the attached Exhibit A ("the Companies"), we are writing to convey a "good faith offer" to negotiate a Consent Decree ("CD") and Statement of Work ("SOW") governing the funding and implementation of the remedial design and remedial actions ("RD/RA") for SCP Site Operable Unit Three ("OU3"), as selected in the EPA's Record of Decision ("ROD") dated September 27, 2012.

As you are aware, the Companies, as members of the SCP Site Cooperating PRP Group, have been performing remedial activities at the SCP Site to the satisfaction of USEPA for some time. Such activities have included a remedial investigation/feasibility study, interim remedial measures and implementation of the Record of Decision for SCP Site Operable Unit Two ("OU2"). The historic involvement of the Companies that have undertaken these activities plainly demonstrates the commitment of the Companies to addressing environmental concerns associated with the SCP Site.

In response to EPA's request that we address certain matters in this good faith offer, please note the following:

1. The Companies are willing to finance and perform the RD/RA consistent with the ROD for SCP Site OU3 as set forth in the terms and subject to the reservations of this letter. Further, the Companies are willing to engage in negotiations with EPA to develop a CD (pursuant to Section 122 of CERCLA) and a SOW under which such work will be performed;

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2. The Companies have previously demonstrated the requisite technical capability to carry out the proposed work at the Site as reflected in the successful completion of the RI/FS for OU3 and the successful completion of the RD/RA for OU2 at the SCP Site to date, which has been completed by Golder Associates, a highly-qualified environmental engineering and remediation firm previously approved by USEPA. In connection with any agreement ultimately reached to perform work at the SCP Site, the Companies will select a similarly appropriate contractor or contractors qualified to perform the work. The Companies, either directly or indirectly through their representatives, have already participated in a number of technical meetings and conference calls to develop a mechanism to perform required work at the SCP Site.
3. In light of work already financed and performed to date at the SCP Site, the Companies have amply demonstrated the ability to finance necessary response actions. Many of the Companies are Fortune 500 companies. Moreover, most of the Companies have demonstrated the requisite capability to finance the work through their remedial activities at numerous other sites.
4. The Companies recognize that certain oversight and response costs may be recoverable by EPA under CERCLA. Subject to and without waiving any defenses or other rights they may have as to the recoverability of certain costs, or their entitlement to a reduction, if not elimination, of past costs and/or oversight costs by application of USEPA's Orphan Share Policy or other means, the Companies will negotiate with USEPA regarding reimbursement of such past costs, which we understand to be approximately \$250,000.
5. The Companies have historically reimbursed USEPA for certain costs in overseeing performance of work at the SCP Site. The Companies are willing to negotiate reasonable terms designed to reimburse USEPA for costs incurred in connection with oversight of the RD/RA at SCP Site OU3. Please be advised, however, that based on USEPA's own records and other records compiled in connection with the SCP Site, there is ample evidence to demonstrate the existence of a significant orphan share among the potentially responsible parties ("PRPs"). As a result, appropriate accommodations should be made to account for these orphan shares as a credit against potential Site-related liabilities.

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6. Individual Companies may be represented by specific individuals in the course of these negotiations. However, for convenience, the undersigned will coordinate communications among USEPA and the Companies during these negotiations.
7. Due to the large number of Companies that must be consulted for input and approval, additional time is required in order to furnish EPA with the requested redline/strikeout versions of the proposed CD and SOW. The requested redline/strikeout versions of the proposed CD and SOW will be furnished to EPA as soon as possible, but in no case later than May 31, 2013.

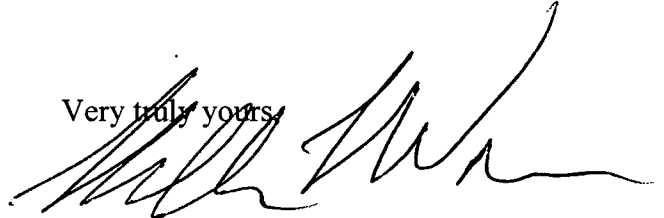
Please be advised that this letter constitutes a good faith offer to negotiate the terms of a CD and associated SOW as described above. The Companies, both individually and collectively, reserve until a later date the right to make a decision whether to execute the CD resulting from these negotiations. As is typical in matters of this sort, a final decision on whether or not to execute any such CD will depend upon the following: (i) the negotiation of mutually-acceptable terms in the CD itself, (ii) management approval by each Company after reviewing the terms of a final CD, (iii) the completion of ongoing allocation negotiations among the Companies to fund work to be performed under the final CD, and (iv) the participation of enough Companies under the aforementioned final allocation to undertake work required by the final CD.

This correspondence reflects a substantial and detailed offer with respect to RD/RA activities for SCP Site OU3. We believe it meets the elements of a "good faith offer" and should serve as the basis for commencing negotiation regarding the terms of a CD and SOW. Please confirm that EPA is willing to move forward with such negotiations. By providing this good faith proposal, each Company is not, and shall not be construed as, admitting in any way that it is liable or responsible for costs or damages of any sort incurred by USEPA or others relating to the SCP Site. This "good faith offer" is thus made without prejudice and without admission of any fact, liability, fault or responsibility for the environmental conditions associated with SCP Site OU3 or the SCP Site itself. Each Company individually, and the Companies collectively, expressly reserve all rights and defenses at law or equity that may apply.

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If you have questions regarding this proposal or would like to discuss it at any time, please contact me at your convenience.

Very truly yours,

A handwritten signature in black ink, appearing to read 'William L. Warren', written over the closing 'Very truly yours,'.

William L. Warren

WLW:mm
Attachment (Exhibit A)

cc: Mr. Robert McKnight
New Jersey Remediation Branch
Emergency and Remedial Response Division
Attention: SCP Remedial Project Manager
U.S. Environmental Protection Agency, Region 2
290 Broadway, 19th Floor
New York, NY 10007-1866

EXHIBIT A

List of Cooperating SCP Carlstadt PRP Companies for which a Good Faith Offer was Submitted to EPA April 29, 2013 to Negotiate a Consent Decree and Statement of Work governing the funding and implementation of the remedial design and remedial actions for SCP Site Operable Unit Three, as selected in the EPA's Record of Decision ("ROD") dated September 27, 2012.

1. Air Products and Chemicals, Inc.
2. Akzo Nobel Coatings, Inc.
3. Alcatel-Lucent USA Inc. (f/k/a Lucent Technologies Inc.) as successor in interest to and on behalf of its predecessors AT&T Corp., AT&T Technologies, Inc and Western Electric Company Inc.")
4. Altje, Inc. (Randolph Products Company)
5. Arkema Inc. (f/k/a ATOFINA Chemicals, Inc.)
6. Ashland Inc.
7. Avery Dennison Corporation (Successor to PAXAR Americas LLC)
8. BASF Corporation, on its own behalf, and as successor to Ciba Corporation
9. Bee Chemical Company
10. Benjamin Moore & Co.
11. Ber Mar Manufacturing Corp.
12. Bristol-Myers Squibb Company, successor to E. R. Squibb & Sons, Inc.
13. Browning-Ferris Industries of New Jersey, Inc. for itself and for CECOS International, Inc. and Browning-Ferris Industries of New York, Inc. as successor by merger to Newco Waste Systems, Inc.
14. CBS Corporation, formerly known as Viacom Inc., successor in interest to CBS Inc.
15. Chemcoat Inc.
16. CNA Holdings LLC (f/k/a CNA Holdings Inc.)
17. Crown Beverage Packaging Company, Inc.
18. Cycle Chem, Inc.
19. Dri-Print Foils, Inc.
20. E. I. du Pont de Nemours and Company
21. ExxonMobil Corporation
22. ExxonMobil Oil Corporation
23. General Electric Company, for itself and as successor to and for Radio Corporation of America (RCA)
24. GlaxoSmithKline, LLC (on behalf of itself and its predecessor SmithKline Beecham Corporation)
25. Goodrich Corporation, a UTC Aerospace Systems Company, on behalf of Monroe Chemical, Inc.
26. Hoffmann-La Roche Inc.

27. Honeywell International, Inc.
28. ISP Environmental Services Inc.
29. John L. Armitage & Co.
30. Johnson & Johnson, on behalf of itself and Permacel, Inc., its former subsidiary
31. Kirker Enterprises, Inc.
32. L.E. Carpenter & Company
33. LANXESS Corporation as successor in interest for this matter only to Bayer Chemicals Corporation
34. Mack Trucks, Inc.
35. Mallinckrodt Baker, Inc. (f/k/a J.T. Baker Chemical Company) (n/k/a Avantor Performance Materials, Inc.)
36. Manor Care Health Services, Inc.
37. Manor Care of America, Inc.
38. Merck & Co., Inc.
39. Momentive Specialty Chemicals Inc. (f/k/a Hexion Specialty Chemicals, Inc., successor to Borden Chemicals, Inc. (for Borden Fabric Leather & Borden, Inc.)
40. Nepera, Inc.
41. New England Laminates Co., Inc.
42. Northrop Grumman Systems Corporation
43. Occidental Chemical Corporation (as successor by merger to Diamond Shamrock Chemicals Company f/k/a Diamond Shamrock Corporation f/k/a Diamond Alkali)
44. Pan Technology, Inc.
45. Permacel
46. Pfizer Inc.
47. Pharmacia LLC (formerly Monsanto Company)
48. Portfolio One, Inc.
49. Revlon Consumer Products Corporation
50. Roche Vitamins Inc.
51. Rohm and Haas Company
52. Seagrave Coatings Corp. (NJ), formerly Chemray Coatings Corp.
53. SI Group, Inc. (formerly Schenectady International, Inc.)
54. Siegfried (USA), Inc.
55. Simon Wrecking Company, Inc. , Simon Resources, Inc. and Mid State Trading Co.
56. Technical-Coatings Co.
57. The 3M Company

- 58. The Continental Can Company
 - 59. The Continental Group, Inc.
 - 60. The Dow Chemical Company
 - 61. The Warner Lambert Co., LLC a wholly owned subsidiary of Pfizer Inc.
 - 62. Trane U.S., Inc. (f/k/a American Standard, Inc.)
 - 63. Union Carbide Corporation
 - 64. United Technologies Corporation, on behalf of Inmont Corporation
 - 65. Veolia ES Technical Solutions, L.L.C., as successor in interest to Marisol, Incorporated.
 - 66. Wyeth Holdings Corp., formerly known as American Cyanamid Company (on behalf of itself and its former subsidiaries Lederle Labs and Shulton, Inc.)
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